

Debtor AVR AH LLC  
Name

Case number (if known) \_\_\_\_\_

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

**Southern District of Texas**  
(State)

Case number (if known): \_\_\_\_\_

Chapter 11 Check if this is an  
amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name AVR AH LLC

2. All other names debtor used in the last 8 years \_\_\_\_\_

Include any assumed names, trade names, and *doing business as* names \_\_\_\_\_3. Debtor's federal Employer Identification Number (EIN) 46-3360148

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

514 E. Hyman Avenue  
Number StreetPO Box 4068  
Number StreetAspen, CO 81611  
City State Zip CodeAspen, CO 81612  
City State Zip CodePitkin  
County140 Aspen Valley Ranch Rd.  
Number StreetWoody Creek, CO 81656  
City State Zip Code5. Debtor's website (URL) https://www.avrresidences.com/6. Type of debtor  Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) Partnership (excluding LLP) Other. Specify: \_\_\_\_\_

Debtor AVR AH LLC  
Name \_\_\_\_\_

Case number (if known) \_\_\_\_\_

**7. Describe debtor's business****A. Check One:**

Health Care Business (as defined in 11 U.S.C. § 101(27A))  
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
 Railroad (as defined in 11 U.S.C. § 101(44))  
 Stockbroker (as defined in 11 U.S.C. § 101(53A))  
 Commodity Broker (as defined in 11 U.S.C. § 101(6))  
 Clearing Bank (as defined in 11 U.S.C. § 781(3))  
 None of the above

**B. Check all that apply:**

Tax-exempt entity (as described in 26 U.S.C. § 501)  
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**

5313**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

Chapter 7  
 Chapter 9

**Chapter 11. Check all that apply:**

The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
 The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
 A plan is being filed with this petition.  
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the **Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11** (Official Form 201A) with this form.  
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

No  
 Yes District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM/DD/YYYY

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM/DD/YYYY

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

List all cases. If more than 1, attach a separate list.

No  
 Yes Debtor Strudel Holdings LLC Relationship Affiliate  
 District Southern District of Texas  
 When: 07/27/2023  
 MM / DD / YYYY  
 Case number \_\_\_\_\_

Debtor AVR AH LLC  
Name

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in *this* district?** *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

**Is the property insured?** No Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds** *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

**15. Estimated assets**

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Debtor AVR AH LLC  
Name

Case number (if known) \_\_\_\_\_

<b>16. Estimated liabilities</b>	<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
	<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/27/2023  
MM/ DD / YYYY

**x** /s/ Douglas Brickley  
Signature of authorized representative of debtor

**Douglas Brickley**  
Printed name

Title Chief Restructuring Officer

**18. Signature of attorney** **x** /s/ Joshua W. Wolfshohl  
Signature of attorney for debtor

Date 07/27/2023  
MM/DD/YYYY

**Joshua W. Wolfshohl**  
**Porter Hedges LLP**  
Firm name  
**1000 Main St., 36th Floor**  
Number Street  
**Houston** TX **77002**  
City State ZIP Code  
**713-226-6000**  
Contact phone Email address  
**24038592** TX  
Bar number State

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)
	) Chapter 11
	)
AVR AH LLC,	) Case No. 23-_____ (____)
	)
	)
Debtor.	)
	)

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**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor and debtor in possession (the “**Debtor**”) respectfully represents that the following is the list of holders of the Debtor’s sole class of equity or membership interests:

- There are no equity security holders or corporations that directly or indirectly own 10% or more of any class of the Debtor’s equity interest.
- The following are the Debtor’s equity security holders (list holders of each class, showing the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder):

<b>Name and Last Known Address of Place of Business of Holder</b>	<b>Kind/Class of Interest</b>	<b>Percentage of Interests Held</b>
CHARIF SOUKI 514 E. Hyman Ave. Aspen, CO 81611	Membership Units	100%

<sup>1</sup> This list serves as the required disclosure by the Debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the Chapter 11 Cases.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re: ) Chapter 11  
 )  
AVR AH LLC, ) Case No. 23-\_\_\_\_\_ (\_\_\_\_\_  
 )  
 )  
 )  
Debtor. )  
 )

## **CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, no corporation directly or indirectly own 10% or more of any class of the debtor's equity interest.

Fill in this information to identify the case:

Debtor Name AVR AH, LLC

United States Bankruptcy Court for the:

Southern District of Texas  
(State)

Case number (If known): Chapter 11

 Check if this is an amended filingOfficial Form 204**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 Ajax Holdings LLC 514 E. Hyman Ave. Aspen CO 81611	Will Herndon- Manager, ph: 970-925-2619; will.herndon@ajax-holdings.com; 514 E. Hyman Ave. Aspen CO 81611	inter-company loan				\$10,412,826.04
2 TKCL Loan		inter-company loan				\$6,566,151.00
3 Aspen Valley Ranch HOA Inc., P.O. Box 421, Woody Creek CO 81656	Simon Chen VP, ph: 970.376.3403; simon@avrresidences.com; P.O. Box 421, Woody Creek CO 81656	vendor/HOA dues				\$768,454.15
4 Pitkin County Treasurer - 530 E. Main St Aspen CO 81611	ph: 970-920-5170; treasurer@pitkincounty.com; 530 E. Main St, Ste. 201, Aspen CO 81611	property tax				\$76,462.05

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
5 CPS Distributors, Inc - Heritage Landscape Supply Grp. P.O. Box 841382 Dallas TX 75284	Corp info ph: 303-394-6040, credit@heritageLSG.com; Heritage Landscape Supply Grp. P.O. Box 841382 Dallas TX 75284	vendor				\$26,192.19
6 Aspen Valley Downs HOA - Woody Creek Co	Laura Barbier, Reese Henry CPA, ph: 970-429-2502; lbarbier@reesehenry.com; P.O. Box 145 Woody Creek CO 81656	HOA Dues				\$21,000.00
7 Glenwood Veterinary Clinic-2514 Grand Av. Glenwood Spgs, CO 81601	Alejandro-Admin; 970-945-5401; gvc@glenwoodvet.com; 2514 Grand Av. Glenwood Spgs, CO 81601	vendor				\$3,068.00
8 American Express		credit card				\$6,071.20
9 Holy Cross - Glenwood Spgs CO	ph: 970-945-5491; 3799 Highway 82, P.O. Box 2150, Glenwood Spgs CO 81602-2150	utilities				\$2,171.84
10 Mountain West Insurance - Glenwood Springs CO	Jess Westley,Agent; ph: (970) 384-8210; jessw@mtnwst.com; 201 Centenial St. 4th Floor, Glenwood Spgs CO 81601	insurance				\$1,578.45
11 Crystal River Spas - 1197 Main St. Carbondale CO 81623	970-963-2100; sales@crystalriverspas.com; 1197 Main St. Carbondale CO 81623	vendor				\$1,544.62
12 L.T. Clear Solutions LLC - Carbondale CO	Keila Olave, bookkeeper; ltclearsolutions@gmail.com, P.O.Box 1985, Carbondale CO 81623	vendor				\$1,180.00
13 Black Hills Energy - Rapid City SD	Corporate - ph: 888-890-5554 ; help@support.blackhillsenergy.com; P.O. Box 6001 Rapid City SD	utilities				\$1,051.37

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
14	Apex Security - 410 SW Columbia St., Ste 120, Bend OR 97702	Billing Dept ph: 855-489-2638, contact@yanet.com, 410 SW Columbia St., Ste. 120, Bend OR 97702	utilities		Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15	Comcast Xfinity - 9602 S. 300 W. Ste B, Sandy UT 84070-3302	ph: 800-934-6489; no email; 9602 S. 300 W. Ste. B, Sandy UT 84070-3302	utilities				\$708.63
16	Coldwell Banker Mason Morse - 0290 Highway 133, Carbondale CO 81623	Wendy Bontempo ph: 970-704-3210; wendyb@masonmorse.com; 0290 Highway 133, Carbondale CO 81623	vendor				\$382.45
17	Aspen Waterwise Ltd-50 N. 4th St. Carbondale CO 81623	Kellen Whitworth, owner; bookkeeper: sarah@aspenwaterwise.com 50 N. 4th St. Carbondale CO 81623	vendor				\$235.18

Fill in this information to identify the case and this filing:	
Debtor Name <b>AVR AH LLC</b>	
United States Bankruptcy Court for the:	<b>Southern District of Texas</b>
Case number (If known): _____	

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (*Official Form 206A/B*)
- Schedule D: Creditors Who Have Claims Secured by Property (*Official Form 206D*)
- Schedule E/F: Creditors Who Have Unsecured Claims (*Official Form 206E/F*)
- Schedule G: Executory Contracts and Unexpired Leases (*Official Form 206G*)
- Schedule H: Codebtors (*Official Form 206H*)
- Summary of Assets and Liabilities for Non-Individuals (*Official Form 206Sum*)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (*Official Form 204*)
- Other document that requires a declaration **List of Equity Security Holders and Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

/s/ **Douglas Brickley**

07/27/2023

MM/ DD/YYYY

Signature of individual signing on behalf of debtor

Douglas Brickley

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**ACTION TAKEN BY UNANIMOUS WRITTEN CONSENT OF  
THE MEMBER AND MANAGER OF AVR AH LLC**

**July 26, 2023**

Charif Souki (the “Member”), being the sole Member of AVR AH LLC, a Colorado limited liability company (the “Company”), does hereby adopt the following resolutions, effective as of the first date written above, and Will Herndon (the “Manager”), being the sole Manager of the Company, does hereby consent to the adoption of the below resolutions, effective as of the first date written above:

**I. Chapter 11 Cases**

**WHEREAS**, the Member has considered, among other things, the financial and operational condition of the Company and the Company’s business on the date hereof, the assets of the Company, the current and long-term liabilities of the Company, the liquidity situation of the Company, the strategic alternatives available to it, the effect of the foregoing on the Company’s business, and the advice of the Manager and the Company’s legal advisors.

**WHEREAS**, the Company has had the opportunity to consult with the Manager and legal advisors of the Company and to fully consider each of the strategic alternatives available to the Company.

**NOW, THEREFORE, BE IT RESOLVED**, that in the judgment of the Manager, with the approval of the Member, it is desirable and in the best interests of the Company, its creditors, the Member, and other interested parties, that the Company seek relief under the provisions of the Bankruptcy Code; and it is further

**RESOLVED**, the Company is hereby authorized, and each Authorized Person (as defined below) shall be, and hereby is, authorized and directed on behalf of the Company, and with the approval of the Member, to commence a case under Chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”) by executing, verifying and delivering a voluntary petition in the name of the Company under Chapter 11 of the Bankruptcy Code and causing the same to be filed with the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “**Bankruptcy Court**”) in such form and at such time as the Authorized Person executing said petition shall determine in consultation with the Member; and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and directed on behalf of and in the name of the Company to seek to have its Chapter 11 Case jointly administered by the Bankruptcy Court with the separate case commenced by Strudel Holdings LLC under Chapter 11 of the Bankruptcy Code (the respective Chapter 11 Case, together with such other separate cases, the (“**Chapter 11 Cases**”)); and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, and with the approval of the Member, to execute, verify and/or file, or

cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary or appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all credit documents, and to take any and all actions that each Authorized Person deems necessary or appropriate, each in connection with the Chapter 11 Cases; *provided that*, any action to dismiss or convert the Chapter 11 Cases shall be subject to approval by the Member; and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, to pursue and negotiate a sale transaction in the Chapter 11 Cases for all or substantially all of the Company's assets on such terms as each Authorized Person shall deem prudent in his or her business judgment; *provided that* any such sale transaction shall be subject to approval by the Member.

## **II. Retention of Professionals**

**NOW THEREFORE, BE IT RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized, directed, and empowered on behalf of and in the name of the Company, to employ and retain Porter Hedges LLP to act as attorneys for the Company; and it is further

**RESOLVED**, that Douglas Brickley of Stout Risius Ross LLC has been appointed, effective as of July 26, 2023, to serve as Chief Restructuring Officer of the Company, and is hereby authorized to make decisions with respect to all aspects of the management and operation of the Company's business, the prosecution of the Chapter 11 Case, in such manner as he deems necessary or appropriate in his sole and reasonable discretion consistent with the business judgment rule, subject to the Company's limited liability company agreement, applicable laws, and applicable bankruptcy law and order of the Court; *provided that* fundamental corporate actions, including, without limitation, those set forth in section 5.4 of the Operating Agreement of AVR AH LLC (the "LLC Agreement"), shall remain subject to approval of the Member; and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to employ and retain such further legal, restructuring, financial, accounting and bankruptcy services firms (together with the foregoing identified firms, the "**Professionals**") as may be deemed necessary or appropriate by each Authorized Person to assist the Company in carrying out its responsibilities in the Chapter 11 Cases and achieving a successful reorganization.

## **III. General**

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, with the approval of the Member, to obtain post-petition financing according to terms which may be negotiated by the Professionals, including under debtor-in-possession financing or the use of cash collateral; and to enter into any guaranties and to pledge and grant liens on its assets as may be contemplated by or required under the terms

of any such post-petition financing or cash collateral agreement; and in connection therewith, each Authorized Person is hereby authorized and empowered to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered to negotiate and execute an agreement, or agreements, for the sale of all or substantially all of the Company's property in connection with the Chapter 11 Cases, including by negotiating and entering into agreements with potential stalking horse bidders for the sale of all or substantially all of the Company's property prior to the commencement of the Chapter 11 Cases; *provided that* any such sale agreement shall be subject to approval by the Member; and it is further

**RESOLVED**, that to the extent of any inconsistency between the terms of this Action by Unanimous written Consent and the LLC Agreement, the terms of this Action by Unanimous Written Consent shall control and the LLC Agreement shall be amended hereby; and it is further

**RESOLVED**, that all acts lawfully done or actions lawfully taken by each Authorized Person or any of the Professionals in connection with the Chapter 11 Cases, or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, and confirmed and approved in all respects as the acts and deeds of the Company, and is further

**RESOLVED**, that any and all actions whether previously or subsequently taken by any Authorized Person or any other person authorized to act by any Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and it is further

**RESOLVED**, that for the purposes of these resolutions the term "**Authorized Person**" shall mean and include Douglas Brickley and such other officers of the Company to which Douglas Brickley has delegated the applicable authority.

**IN WITNESS WHEREOF**, the undersigned have executed this consent as of the date first set forth above.

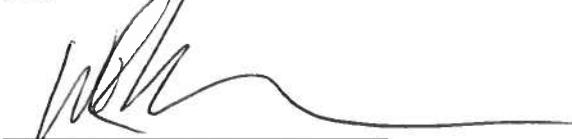
**MEMBER**



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Charif Souki

**MANAGER**



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Will Herndon